

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CORE SCIENTIFIC, INC., <i>et al.</i>, Debtors.¹	§ § § § § § § § §	Chapter 11 Case No. 22-90341 (DRJ) (Jointly Administered)
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**DEBTORS' WITNESS AND EXHIBIT
LIST FOR HEARING ON MAY 22, 2023**

Core Scientific, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), file this witness and exhibit list (the “**Witness and Exhibit List**”) for hearing scheduled for May 22, 2023 at 1:30 p.m. (Prevailing Central Time) (the “**Hearing**”):

WITNESSES

The Debtors may call any of the following witnesses at the Hearing:

1. Michael Bros, Senior Vice President of Capital Markets & Acquisitions at Core Scientific, Inc.;
2. Jeff Pratt, Senior Vice President of Partnerships at Core Scientific, Inc.;
3. Russell Cann, Head of Mining and Executive Vice President at Core Scientific, Inc.;
4. Any witness called or listed by any other party; and
5. Any rebuttal witnesses.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

EXHIBITS

The Debtors may offer into evidence any one or more of the following exhibits:

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
1.	Declaration of Michael Bros in Support of the Debtors' Chapter 11 Petitions and First Day Relief (ECF No. 5) (the " First Day Declaration ")				
2.	Company's Organizational Chart, attached to the First Day Declaration as Exhibit A (ECF No. 5, Exhibit A)				
3.	Notice of Filing of Exhibit B to the Declaration of Michael Bros in Support of the Debtors' Chapter 11 Petitions and First Day Relief (ECF No. 72)				
4.	Declaration of Russell Cann in Support of Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Replacement Senior Secured Non-priming Replacement Superpriority Postpetition Financing, (B) Use Cash Collateral, and (C) Pay Off Existing Postpetition Financing Facility, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief (ECF No. 392)				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
5.	Final Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Non-priming Superpriority Replacement Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay and (IV) Granting Related Relief (ECF No. 608) (the “ Replacement DIP Order ”)				
6.	Chart of Lien Priorities Following Refinancing Effective Date attached to the Replacement DIP Order as Exhibit 2 (ECF No. 608-2, Exhibit 2)				
7.	Sphere 3D Corp.’s First Request for Production of Documents from Core Scientific, Inc. attached to Notice of Bankruptcy Rule 2004 Requests for Production of Documents from Core Scientific, Inc. as Exhibit A (ECF No. 678-1, Exhibit A)				
8.	Declaration of Jeff Pratt in Support of Debtors’ Objection to GEM Mining’s Proofs of Claim (ECF No. 858)				
9.	Master Lease attached to Debtors’ Objection to North Mill Equipment Finance LLC’s Motion for Relief from the Automatic Stay or Alternatively for Adequate Protection (the “ North Mill Objection ”) as Exhibit A (ECF No. 879-1, Exhibit A)				
10.	Schedules attached to the North Mill Objection as Exhibit B (ECF No. 879-2, Exhibit B)				
11.	Notices of Assignment attached to the North Mill Objection as Exhibit C (ECF No. 879-3, Exhibit C)				
12.	Master Services Agreement dated February 5, 2021 between Core Scientific, Inc. and GEM Mining 1, LLC				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
13.	Master Services Agreement dated July 9, 2021 between Core Scientific, Inc. and GEM Mining 4, LLC				
14.	Amended and Restated Order # 8 between Core Scientific, Inc. and GEM Mining 1, LLC				
15.	Master Services Agreement Order # 1 between Core Scientific, Inc. and GEM Mining 4, LLC				
16.	Email to John Warren from Jeff Pratt cc'ing Joe Poore, dated November 4, 2022				
17.	Email to Joe Poore and John Warren from Jeff Pratt, dated August 1, 2022				
18.	Email to Joe Poore and John Warren from Jeff Pratt cc'ing Baylor Landry and Moses Marure Jr., dated August 9, 2022				
19.	Email to Joe Poore from Jeff Pratt cc'ing Baylor Landry, dated August 9, 2022				
20.	Email to John Warren and Joe Poore from Jeff Pratt cc'ing Baylor Landry, dated August 10, 2022				
21.	Email to Joe Poore and John Warren from Jeff Pratt cc'ing Baylor Landry, dated August 10, 2022				
22.	Email to Joe Poore from Jeff Pratt cc'ing John Warren and Moses Marure Jr., dated October 21, 2022				
23.	Email to John Warren and Joe Poore from Jeff Pratt cc'ing Mike Levitt, dated November 5, 2022				
24.	Email to Joe Poore from Jeff Pratt, dated January 19, 2023				
25.	Email to Joe Poore and John Warren from Jeff Pratt, dated February 3, 2023				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
26.	Email to Ella Mastroberti from Jeff Pratt, dated February 17, 2023				
27.	Email to Joe Poore and John Warren from Jeff Pratt, dated February 24, 2023				
28.	Email to John Warren from Jeff Pratt cc'ing Joe Poore, dated March 2, 2023				
29.	Email to John Warren from Jeff Pratt cc'ing Joe Poore and Mitch Livingston, dated March 10, 2023				
30.	Email to Merryl Rabaino and Jonathan Lo from Jeff Pratt cc'ing Monica Xia, dated March 16, 2023				
31.	Email to Joe Poore and John Warren from Jeff Pratt, dated March 25, 2023				
32.	Email to Joe Poore and John Warren from Jeff Pratt, dated March 25, 2023				
33.	Email to Mitch Livingston and Moses Marure Jr. from Jeff Pratt, dated March 30, 2023				
34.	Email to Joe Poore and John Warren from Jeff Pratt cc'ing Matt Minnis, dated March 30, 2023				
35.	Email to Joe Poore and John Warren from Jeff Pratt cc'ing Moses Marure Jr., Mitch Livingston, and John Thompson, dated March 22, 2023				
36.	Email to Joe Poore from Jeff Pratt cc'ing John Warren and Matt Minnis, dated March 31, 2023				
37.	Email to Joe Poore from Monica Xia cc'ing John Warren, Accounts Payable, and Jeff Pratt, dated April 21, 2023				
38.	Email to Jeff Pratt, Monica Xia, and Core Scientific, Inc. Billing from Joe Poore cc'ing Ryan Irvin, dated November 29, 2022				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
39.	Email to Monica Xia from Joe Poore cc'ing Jeff Pratt and Kristen Carnevali, dated December 29, 2022				
40.	Email to Joe Poore from Monica Xia cc'ing Ryan Irvin, Jeff Pratt, and Kristen Carnevali, dated January 20, 2023				
41.	Email to Monica Xia from Joe Poore cc'ing Jeff Pratt, dated January 31, 2023				
42.	Email to Monica Xia from Joe Poore cc'ing Ryan Irvin, dated October 4, 2022				
43.	Email to Monica Xia from Joe Poore cc'ing Ryan Irvin, dated October 4, 2022				
44.	Notice of Mutual Termination of Services for GEM 2 and 2b				
45.	Email to Mitch Livingston from Joe Poore cc'ing John Thompson, dated January 4, 2023				
46.	Email to Joe Poore and Moses Marure Jr. from Jeff Pratt cc'ing Baylor Landry and Moses Marure Jr., dated January 12, 2023				
47.	Email to Joe Poore and Krista Rhynard from Jeff Pratt cc'ing Baylor Landry and Mitch Livingston, dated January 16, 2023				
48.	Email to Jeff Pratt, John Warren, and Joe Poore from April Kelly cc'ing Krista Rhynard, Mitch Livingston, and Moses Marure Jr., dated January 31, 2023				
49.	Email to Joe Poore from Jeff Pratt, dated January 19, 2023				
50.	Email to Joe Poore from Jeff Pratt, dated February 24, 2023				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
51.	Invite for Meeting on March 31, 2023 to Matt Minnis, Joe Poore, and John Warren from Jeff Pratt				
52.	Any pleading or other document filed with the Court on the docket of the above-captioned chapter 11 cases				
53.	Any exhibit necessary to rebut the evidence of testimony of any witness offered or designated by any other party				
54.	Any exhibit listed by any other party				

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RESERVATION OF RIGHTS

The Debtors reserve the right to call or to introduce one or more, or none, of the witnesses and exhibits listed above, and further reserve the right to supplement this list at any time prior to the hearing. The Debtors reserve the right to offer into evidence any exhibit necessary to rebut evidence or testimony offered by any other party and any exhibits listed or used by any other party.

Dated: May 18, 2023
Houston, Texas

Respectfully submitted,

/s/ Alfredo R. Pérez
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*Attorneys for Debtors
and Debtors in Possession*

Certificate of Service

I hereby certify that on May 18, 2023, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez

Alfredo R. Pérez